

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE**

In re:)	
)	Chapter 11
)	
Dura Automotive Systems, LLC, <i>et. al.</i> , ¹)	Case No. 19-06741
)	Judge Mashburn
Debtors.)	
)	Joint Administration Requested

**NOTICE OF MOTION TO TRANSFER THESE CHAPTER 11 CASES TO THE
UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

PLEASE TAKE NOTICE that, on March 11, 2018, Lynn Tilton, in her former capacity as their sole director, caused Zohar III, Corp., Zohar II 2005-1, Corp., Zohar CDO 2003-1, Corp., Zohar III, Limited (“Zohar III”), Zohar II 2005-1, Limited (“Zohar II”), and Zohar CDO 2003-1, Limited (collectively, the “Zohar Debtors”) to file voluntary petitions for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Delaware Bankruptcy Court”).

- The Zohar Debtors have substantial interests in the above-captioned affiliated debtors and debtors-in-possession (collectively the “Dura Debtors”), and hold approximately \$105 million principal amount of secured term loan indebtedness (out of an asserted aggregate prepetition indebtedness of \$130 million) and have an indirect interest in the majority of the equity in the Dura Debtors, rendering them (among other bases) affiliates of the Zohar Debtors.
- Pursuant to a settlement agreement (the “Settlement Agreement”) approved by the Delaware Bankruptcy Court on May 21, 2018,² the Zohar Debtors, entities affiliated with Lynn Tilton (the control person for the Dura Debtors), and certain of the Zohar Debtors’ creditors, entered into a Settlement Agreement that provides for a “Monetization Process,” to be conducted jointly by Ms. Tilton and the Zohar Debtors’ Chief Restructuring Officer (acting at the direction of the Zohar Debtors’ Independent Director, the Hon. (Ret.) Joseph J. Farnan, Jr.), to sell various “Portfolio Companies” in which the Zohar Debtors have an interest, including the

¹ The debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity’s federal tax identification number, are: Dura Automotive Systems Cable Operations, LLC (7052); Dura Automotive Systems, LLC (8111); Dura Fremont L.L.C. (1252); Dura G.P. (8092); Dura Mexico Holdings, LLC (4188); Dura Operating, LLC (2304); and NAMP, LLC (3693). Dura Automotive Systems, LLC’s service address is: 1780 Pond Run, Auburn Hills, Michigan 48326.

² The Zohar Debtors’ Chapter 11 cases were subsequently reassigned to the Honorable Karen B. Owens. Further, following the resignation of the Judge Gross as the Mediator under the Settlement Agreement, Judge Sontchi was appointed as Mediator with the consent of all parties to the Settlement Agreement.

Dura Debtors, through sales or refinancings ultimately subject to approval by the Delaware Bankruptcy Court.

- Less than three weeks ago, on September 27, the Delaware Bankruptcy Court affirmed that the joint Monetization Process for the Group A Portfolio Companies, which includes the Dura Debtors, was required to continue, and denied Ms. Tilton's request to stay that ruling while she appealed it. Ms. Tilton is now before the United States District Court for the District of Delaware seeking to overturn Judge Owen's ruling that her obligation to jointly monetize, among other entities, the Dura Debtors, is continuing and has requested that the District Court stay Judge Owens' ruling. But no stay of Judge Owens' order is in effect.
- Nonetheless, Ms. Tilton orchestrated to put the Dura Debtors, which Ms. Tilton has referred to as a "Crown Jewel" Portfolio Company, into bankruptcy with the goal of providing DIP financing and an expedited 363 credit bid sale to herself. She did this without the input of the Zohar Debtors' Independent Director and CRO – ignoring the joint nature of the Monetization Process affirmed by the Delaware Bankruptcy Court just days ago and seeking to short circuit Judge Owens' September 27 ruling (which remains unstayed and in effect) and the appeal now pending before the Delaware District Court – and outside of the Delaware Bankruptcy Court which previously ordered the Monetization Process for the Dura Debtors.³

PLEASE TAKE FURTHER NOTICE that, in light of the foregoing, the Zohar Debtors have filed the attached motion with the Delaware Bankruptcy Court seeking an immediate determination of the proper venue of the Dura Debtors' chapter 11 cases under Rule 1014 of the Federal Rules of Bankruptcy Procedure.

PLEASE TAKE FURTHER NOTICE that the Zohar Debtors are also filing a motion with the Delaware Bankruptcy Court requesting that, notwithstanding the pendency of the 1014 Motion, the Tennessee Bankruptcy Court be permitted to entertain first day relief in the Dura Debtors' chapter 11 cases to the extent necessary to avoid immediate and irreparable harm to the Dura Debtors.

³ The Zohar Debtors reserve all rights and remedies arising out of actions taken by Ms. Tilton and her affiliated entities with respect to the commencement of these chapter 11 cases.

Dated: October 17, 2019

WALLER LANSDEN DORTCH & DAVIS, LLP

/s/ John C. Tishler

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-and-

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing was filed and served via the Court's CM/ECF filing and noticing system this 17th day of October, 2019, to all parties registered to receive electronic notices in this case.

/s/ John C. Tishler

John C. Tishler